

Presentment Date and Time: March 5, 2010 at 10:00 a.m. (prevailing Eastern time)

Objection Deadline: March 5, 2010 at 9:00 a.m. (prevailing Eastern time)

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
	:	(Jointly Administered)
Reorganized Debtors.	:	
	:	
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MOTION FOR ENTRY OF JOINT STIPULATION AND ORDER  
UNDER LOCAL BANKR. R. 2090-1(e) SUBSTITUTING COUNSEL  
FOR DELPHI CHINA LLC AND DELPHI TECHNOLOGIES, INC.

DPH Holdings Corp. ("DPH Holdings") and certain of its affiliated reorganized debtors in the above-captioned cases (together with DPH Holdings, the "Reorganized Debtors"), successors to Delphi Corporation and certain of its affiliates (collectively, the "Debtors"), hereby submit this motion (this "Motion") for entry of the proposed Joint Stipulation And Order Under Local Bankr. R. 2090-1(e) Substituting Counsel For Delphi China LLC And Delphi Technologies, Inc. (the "Joint Stipulation and Order," a copy of which is attached to this Motion as Exhibit 1) and respectfully represent as follows:

Background

1. On October 8 and 14, 2005, the Debtors filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended (the "Bankruptcy Code").

2. Skadden, Arps, Slate, Meagher & Flom LLP and Affiliates ("Skadden, Arps") became attorneys of record to the Debtors, including Delphi China LLC ("Delphi China") and Delphi Technologies, Inc. ("DTI"), pursuant to the interim and final orders authorizing

Skadden, Arps' employment and retention as attorneys to the Debtors, entered October 14, 2005 (Docket No. 274) and November 5, 2005 (Docket No. 876), respectively.

3. On January 25, 2008, this Court entered an order confirming the Debtors' first amended joint plan of reorganization (as modified) (the "Plan") (Docket No. 12359). This Court entered an order approving certain modifications to the confirmed Plan (as modified, the "Modified Plan") on July 30, 2009 (Docket No. 18707).

4. On October 6, 2009, the Debtors substantially consummated the Modified Plan, the Effective Date<sup>1</sup> occurred, and the transactions under the Master Disposition Agreement and related agreements closed. The Reorganized Debtors have emerged from chapter 11 as DPH Holdings and affiliates and remain responsible for the post-Effective Date administration of the chapter 11 cases, including, without limitation, the disposition of certain retained assets and payment of certain retained liabilities as provided for under the Modified Plan, and the eventual closing of the cases.

#### Relief Requested

5. By this Motion, DPH Holdings requests entry of the Joint Stipulation and Order substituting internal counsel to Delphi Automotive LLP for Skadden, Arps as attorneys of record for Delphi China and DTI in their chapter 11 cases.

6. Rule 2090-1(e) of the Local Bankruptcy Rules for the Southern District of New York provides that "[a]n attorney who has appeared as attorney of record may withdraw or be replaced only by order of the Court for cause shown." Local Bankr. R. 2090-1(e)

7. Here, there is good cause for the relief requested. In connection with the consummation of the Modified Plan and pursuant to the Master Disposition Agreement, DIP

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<sup>1</sup> Capitalized terms used but not defined in this Motion have the meanings ascribed to them in the Modified Plan.

Holdco LLP (subsequently renamed Delphi Automotive LLP), as assignee of DIP Holdco 3 LLC, through various subsidiaries and affiliates, acquired substantially all of the Debtors' global core businesses, including the membership interests in Delphi China and the shares of DTI, both of which are Reorganized Debtors. As a result, DPH Holdings is no longer the owner of Delphi China or DTI, and Delphi Automotive LLP is responsible for the post-Effective Date administration and the eventual closing of the chapter 11 cases of those two companies.

8. Delphi Automotive LLP has requested that Skadden, Arps withdraw as attorneys of record to Delphi China and DTI and that internal counsel to Delphi Automotive LLP henceforth serve in such capacity.

9. Accordingly, good cause exists for the entry of the Joint Stipulation and Order substituting internal counsel to Delphi Automotive LLP for Skadden, Arps as attorneys of record for Reorganized Debtors Delphi China and DTI.

WHEREFORE, the Reorganized Debtors respectfully request that this Court (i) enter the Joint Stipulation and Order and (ii) grant the Reorganized Debtors such other and further relief as is just.

Dated: New York, New York  
February 23, 2010

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP

By: /s/ John Wm. Butler, Jr.  
John Wm. Butler, Jr.  
John K. Lyons  
Ron E. Meisler  
155 North Wacker Drive  
Chicago, Illinois 60606

- and -

By: /s/ Kayalyn A. Marafioti  
Kayalyn A. Marafioti  
Four Times Square  
New York, New York 10036

Attorneys for DPH Holdings Corp., et al.,  
Reorganized Debtors

## **Exhibit 1**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X	:	
	:	
In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
-----X		

JOINT STIPULATION AND ORDER UNDER LOCAL  
BANKR. R. 2090-1(e) SUBSTITUTING COUNSEL FOR  
DELPHI CHINA LLC AND DELPHI TECHNOLOGIES, INC.

DPH Holdings Corp. ("DPH Holdings") and certain of its affiliated reorganized debtors in the above-captioned cases (together with DPH Holdings, the "Reorganized Debtors"), successors to Delphi Corporation and certain of its affiliates (collectively, the "Debtors"), and Delphi Automotive LLP hereby submit this Joint Stipulation And Order Under Local Bankr. R. 2090-1(e) Substituting Counsel For Delphi China LLC And Delphi Technologies, Inc., and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, the Debtors filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended (the "Bankruptcy Code").

WHEREAS, Skadden, Arps, Slate, Meagher & Flom LLP and Affiliates ("Skadden, Arps") became attorneys of record to the Debtors, including Delphi China and DTI, pursuant to the interim and final orders authorizing Skadden, Arps' employment and retentions as attorneys to the Debtors, entered October 14, 2005 (Docket No. 274) and November 5, 2005 (Docket No. 876), respectively.

WHEREAS, on January 25, 2008, this Court entered an order confirming the Debtors' first amended joint plan of reorganization (as modified) (the "Plan") (Docket No. 12359). On July 30, 2009 this Court entered an order approving certain modifications to the confirmed Plan (as modified, the "Modified Plan") (Docket No. 18707).

WHEREAS, on October 6, 2009, the Debtors substantially consummated the Modified Plan, the Effective Date<sup>2</sup> occurred, and the transactions under the Master Disposition Agreement and related agreements closed. The Reorganized Debtors have emerged from chapter 11 as DPH Holdings and affiliates and remain responsible for the post-Effective Date administration of the chapter 11 cases, including, without limitation, the disposition of certain retained assets and payment of certain retained liabilities as provided for under the Modified Plan and the eventual closing of the cases.

WHEREAS, in connection with the consummation of the Modified Plan, DIP Holdco LLP (subsequently renamed Delphi Automotive LLP), as assignee of DIP Holdco 3 LLC, through various subsidiaries and affiliates, acquired substantially all of the Debtors' global core businesses, including the membership interests in Delphi China LLC ("Delphi China") and the shares of Delphi Technologies, Inc. ("DTI"), both of which are Reorganized Debtors. Accordingly, DPH Holding is no longer the owner of Delphi China and DTI, and Delphi Automotive LLP is responsible for the post-Effective Date administration and the eventual closing of the chapter 11 cases of these companies.

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<sup>2</sup> Capitalized terms used but not defined in this Joint Stipulation and Order have the meanings ascribed to them in the Modified Plan.

THEREFORE, DPH Holdings and Delphi Automotive LLP stipulate and agree as follows:

1. Good cause exists for the substitution of internal counsel to Delphi Automotive LLP for Skadden, Arps as attorneys of record to Delphi China and DTI in their chapter 11 cases.
2. Skadden, Arps hereby withdraw as attorneys of record to Delphi China and DTI.
3. Internal counsel to Delphi Automotive LLP is hereby substituted for Skadden, Arps as attorneys of record to Delphi China and DTI.
4. Pursuant to Section 1109(b) of the Bankruptcy Code and Rules 2002 and 9010 of the Federal Rules of Bankruptcy Procedure, all notices that are required to be given and all pleadings and orders that are required to be served in these chapter 11 cases on behalf of Delphi China and DTI, including, without limitation, all other notices, papers, applications, motions, petitions, pleadings, requests, complaints or demands, whether formal or informal, whether written or oral, and whether transmitted or conveyed by mail, hand delivery, telephone, facsimile, electronic mail, or otherwise, which affect Delphi China's or DTI's property in their possession, custody, or control or the administration of their chapter 11 cases, shall be given and served by or upon the following:

David M. Sherbin, Esq.  
Sean P. Corcoran, Esq.  
Karen J. Craft, Esq.

DELPHI AUTOMOTIVE LLP  
5725 Delphi Drive  
Troy, Michigan 48098



AGREED TO AND  
APPROVED FOR ENTRY

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP

DELPHI AUTOMOTIVE LLP

By: /s/ John Wm. Butler, Jr.

John Wm. Butler, Jr.

John K. Lyons

Ron E. Meisler

155 North Wacker Drive

Chicago, Illinois 60606

By: /s/ David M. Sherbin

David M. Sherbin

Sean P. Corcoran

Karen J. Craft

5725 Delphi Drive

Troy, Michigan 48098

Attorneys for Delphi Automotive LLP

- and -

-and-

Substituting Attorneys for Delphi China LLC  
and Delphi Technologies, Inc.

By: /s/ Kayalyn A. Marafioti

Kayalyn A. Marafioti

Four Times Square

New York, New York 10036

Attorneys for DPH Holdings Corp., et al.,  
Reorganized Debtors

- and -

Withdrawing Attorneys for Delphi China  
LLC and Delphi Technologies, Inc.

So Ordered in White Plains, New York, this \_\_\_\_ day of March, 2010.

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UNITED STATES BANKRUPTCY JUDGE